



**NORTH AMERICAN CAR CORPORATION**

33 West Monroe  
Chicago, IL U.S.A. 60603  
Telephone 312.853.5000  
Telex #255222

June 23, 1983

RECORDATION NO. 8740-C

JUN 23 1983 11 05 AM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Secretary:

I have enclosed several originals of the document described below, to be recorded pursuant to Section 11303 of title 49 of the U.S. Code.

This document is a Supplemental Trust Agreement, a secondary document, dated as of May 16, 1983.

*This one is*  
8740-C The primary document to which this document is connected is recorded under recordation no. 8740-C

The names and addresses of the parties are:

Obligor: North American Car Corporation  
33 West Monroe Street  
Chicago, Illinois 60603

Trustee: Continental Illinois National Bank  
and Trust Company of Chicago  
30 North LaSalle Street  
Chicago, Illinois 60602

The Equipment covered by the document is described therein.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger delivering this letter.

A short summary of the document to appear in the index follows:

Supplemental Trust Agreement, dated as of May 16, 1983, to an Equipment Trust Agreement with Recordation No. 8740, between North American Car Corporation, and Continental Illinois National Bank and Trust Company of Chicago, as Trustee, restating the equipment covered in said Equipment Trust Agreement.

Very truly yours,

James M. Gillespie

3740-C  
REGISTRATION NO. 8740-C  
JUN 27 1983 FILED 1425  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL TRUST AGREEMENT

Dated as of May 16, 1983

THIS SUPPLEMENTAL TRUST AGREEMENT dated as of May 16 1983, between NORTH AMERICAN CAR CORPORATION (the "Company") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Trustee");

W I T N E S S E T H :

WHEREAS the Company has heretofore executed and delivered to the predecessor in trust of the Trustee an Equipment Trust Agreement dated as of February 15, 1977 (the "Trust Agreement"), providing for the issue of its 9- $\frac{1}{4}$ % Equipment Trust Certificates, First 1977 Series due February 28, 1997 (the "Trust Certificates"), in the aggregate principal amount of \$44,000,000, a true copy of which Trust Agreement is, if the Trustee so directs, annexed hereto as Appendix B, the terms and provisions of which Trust Agreement are incorporated by reference herein, and the definitions provided in said Trust Agreement are hereby extended to apply to all capitalized terms used herein and not otherwise herein defined; and

WHEREAS the Company desires to effect a substitution under the Trust Agreement for certain of the Trust Equipment which has become worn out, sold, unsuitable for use, lost or destroyed; and

WHEREAS the parties hereto desire to amend Attachments A and B to the Trust Agreement so as to give effect to such substitution;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

Attachments A and B to the Trust Agreement is hereby amended in their collective entirety to be and read as set forth in Appendix A hereto.

The Trustee accepts the provisions hereof but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

Except for the amendment of Attachments A and B as provided herein, the Trust Agreement is in all respects ratified and confirmed and all terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplemental Trust Agreement may be executed in any number of counterparts, each of

which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Except for the amendment of Attachments A and B as provided herein, this Supplemental Trust Agreement shall not supersede, displace or invalidate any prior recordation of the Trust Agreement under the laws of any province of Canada. The Company is hereby appointed the agent of the Trustee for the purpose of taking delivery of any Equipment being delivered in substitution for Equipment, cash, or letters of credit being released in connection herewith.

The provisions of this Supplemental Trust Agreement and all the rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of Illinois. The Company hereby waives and releases all its rights, benefits, and protection given it by Sections 23 through 28 (both inclusive) of the Chatel Mortgage Act of the Province of British Columbia, and amendments thereto, and by Sections 19 through 24 (both inclusive) of the Sale of Goods on Condition Act of the Province of British Columbia, and amendments thereto.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be executed by their respective officers, duly authorized, and have caused their respective corporate seals, duly attested, to be hereunto affixed, as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By Pamela O'Hara  
Vice President

ATTEST:

Doris M. Neibauer  
Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO, as  
Trustee

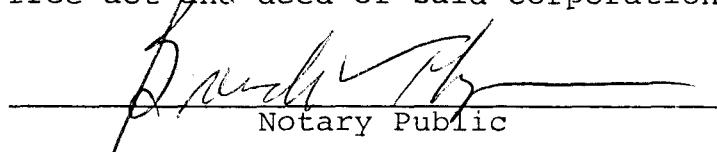
By Donald J. Geff  
Its VICE PRESIDENT

ATTEST:

George M. Reavis  
Its TRUST OFFICER

STATE OF ILLINOIS )  
                      )  
COUNTY OF COOK     )

On this 16th day of May, 1983,  
before me personally appeared Paul M. O'Hara,  
to me personally known, who, being by me duly sworn, says  
that he is a Vice President of NORTH AMERICAN CAR CORPORATION,  
that one of the seals affixed to the foregoing instrument is  
the corporate seal of said corporation and that said instru-  
ment was on May 16, 1983, signed and sealed  
on behalf of said corporation by authority of its Board of  
Directors, and he acknowledged that the execution of the fore-  
going instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

July 21, 1986

( S E A L )

STATE OF ILLINOIS     )  
                      )  
COUNTY OF COOK      )

On this 23<sup>RD</sup> day of June, 1983,  
before me personally appeared DONALD W. ALFVIN,  
to me personally known, who, being by me duly sworn, says  
that he is VICE PRESIDENT of CONTINENTAL  
ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that  
one of the seals affixed to the foregoing instrument is the  
corporate seal of said national banking association and  
that said instrument was on June 23, 1983, signed  
and sealed on behalf of said national banking association by  
authority of its Board of Directors, and he acknowledged  
that the execution of the foregoing instrument was the free  
act and deed of said national banking association.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

My Commission Expires July 2, 1984

( S E A L )

NORTH AMERICAN CAR CORPORATION  
EQUIPMENT TRUST  
FIRST 1977 SERIES

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SERIAL #	CAR INIT	RUNNING # FROM TO	CAR TYPE	MECH DESN	AAR CODE	TRUCK CAPACITY	DESCRIPTION
10 002675	002684	NATX 002675 002684	TANK	TA	T084	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W2
18 010782	010799	NCFX 010782 010799	FLAT	FB	F343	TON	66 FT
25 011090	011124	CPI 025075 025109	FLAT	FB	F343	TON	66 FT
1 011807		NATX 011807	TANK	TLI	T103	TON	10,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1 011812		NATX 011812	TANK	TLI	T103	TON	10,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1 011814		NATX 011814	TANK	TLI	T103	TON	10,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1 013908		NATX 013908	TANK	TME	T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1 013910		NATX 013910	TANK	TMI	T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
5 013921	013925	NATX 013921 013925	TANK	TMI	T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
16 013930	013945	NA1X 013930 013945	TANK	TMI	T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1 014227		NATX 014227	TANK	TMI	T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
5 014241	014245	NATX 014241 014245	TANK	TMI	T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
16 014621	014646	NATX 014631 014646	TANK	TMI	T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
2 014648	014649	NATX 014648 014649	TANK	TMI	T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
2 016616	016617	NCTX 016616 016617	TANK	TMI	T104	TON	17,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1 016618		NCTX 016618	TANK	TMI	T104	TON	16,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
4 016621	016624	NATX 016621 016624	TANK	TLI	T104	TON	18,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1 016634		NATX 016634	TANK	TLI	T104	TON	18,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1 016641		NATX 016641	TANK	TLI	T104	TON	18,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
22 016644	016665	NATX 016644 016665	TANK	TLI	T104	TON	18,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
24 016901	016924	AMPX 017500 017523	TANK	TLI	T104	TON	18,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
1 016925		AMPX 017524	TANK	TLI	T104	TON	17,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
14 017350	017363	NCTX 017350 017363	TANK	TMI	T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1 020769		NCTX 020769	TANK	TM	T105	TON	20,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
2 020770	020771	NCTX 020770 020771	TANK	TM	T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
1 020772		NCTX 020772	TANK	TM	T105	TON	20,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
12 020773	020784	NCTX 020773 020784	TANK	TM	T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
10 028068	028077	NATX 028068 028077	TANK	TRI	T016	TON	24,000 GALLON CAPACITY DOT SPEC. DOT111A60ALW1
9 029750	029758	NATX 029750 029758	TANK	TM	T108	TON	31,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
20 030866	030885	NAHX 030866 030885	HOPPER	LO	C111	TON	2,000 CUBIC FEET
9 030891	030899	NAHX 030891 030899	HOPPER	LO	C111	TON	2,000 CUBIC FEET
41 035200	035240	NATX 035200 035240	TANK	TP1	T549	TON	34,000 GALLON CAPACITY DOT SPEC. DOT105A300W
8 035242	035249	NATX 035242 035249	TANK	TP1	T549	TON	34,000 GALLON CAPACITY DOT SPEC. DOT105A300W
96 035256	035351	NATX 035256 035351	TANK	TP1	T549	TON	34,000 GALLON CAPACITY DOT SPEC. DOT105A300W
1 046935		SFLC 800933	HOPPER	LO	C113	TON	5,000 CUBIC FEET
1 058585		NAHX 058585	HOPPER	LO	C214	TON	6,000 CUBIC FEET
37 058601	058637	NAMX 058601 058637	HOPPER	LO	C214	TON	6,000 CUBIC FEET
1 058640		NAHX 058640	HOPPER	LO	C214	TON	6,000 CUBIC FEET
23 058644	058676	NAHX 058644 058676	HOPPER	LO	C214	TON	6,000 CUBIC FEET
5 058677	058681	NAHX 058677 058681	HOPPER	LO	C614	TON	6,000 CUBIC FEET
1 063740		NAHX 063740	HOPPER	LO	C113	TON	5,000 CUBIC FEET

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QUANT.	SERIAL #	CAR INIT	RUNNING # FROM	RUNNING # TO	CAR TYPE	MECH AAR DESN	AAR CODE	TRUCK CAPACITY	DESCRIPTION	
1	063741	PARY	190551		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063742	CNW	190552		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063743	NAHX	063743		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063744	CNW	190554		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
2	063745	063746	NAHX	063745	063746	HOPPER	LO	C113	TON	5,000 CUBIC FEET
2	063747	063748	CNW	190557	190558	HOPPER	LO	C113	TON	5,000 CUBIC FEET
2	063749	063750	NAHX	063749	063750	HOPPER	LO	C113	TON	5,000 CUBIC FEET
1	063751	PARY	190561		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063752	CNW	190562		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063753	NAHX	063753		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
2	063754	063755	CNW	190564	190565	HOPPER	LO	C113	TON	5,000 CUBIC FEET
2	063756	063757	NAHX	063756	063757	HOPPER	LO	C113	TON	5,000 CUBIC FEET
1	063758	PARY	190568		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063759	NAHX	063759		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063760	CNW	190570		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063761	NAHX	063761		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063762	CNW	190572		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
3	063763	063765	NAHX	063763	063765	HOPPER	LO	C113	TON	5,000 CUBIC FEET
1	063766	CNW	190576		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063767	NAHX	063767		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063768	CNW	190578		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063769	PARY	190579		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063770	NAHX	063770		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063771	CNW	190581		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
2	063772	063773	NAHX	063772	063773	HOPPER	LO	C113	TON	5,000 CUBIC FEET
3	063774	063776	CNW	190584	190586	HOPPER	LO	C113	TON	5,000 CUBIC FEET
2	063777	063778	NAHX	063777	063778	HOPPER	LO	C113	TON	5,000 CUBIC FEET
5	063779	063783	CNW	190589	190593	HOPPER	LO	C113	TON	5,000 CUBIC FEET
2	063784	063785	NAHX	063784	063785	HOPPER	LO	C113	TON	5,000 CUBIC FEET
1	063786	CNW	190596		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063787	NAHX	063787		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
2	063788	063789	CNW	190598	190599	HOPPER	LO	C113	TON	5,000 CUBIC FEET
1	063790	PARY	190600		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063791	NAHX	063791		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063792	CNW	190602		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063793	NAHX	063793		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063794	CNW	190604		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063795	NAHX	063795		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063798	CNW	190608		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063799	NAHX	063799		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
2	063800	063801	CNW	190610	190611	HOPPER	LO	C113	TON	5,000 CUBIC FEET
2	063802	063803	NAHX	063802	063803	HOPPER	LO	C113	TON	5,000 CUBIC FEET
1	063804	PARY	190614		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063805	CNW	190615		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063806	NAHX	063806		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063807	PARY	190617		HOPPER	LO	C113	TON	5,000 CUBIC FEET	

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QUANT.	SERIAL #	CAR INIT	RUNNING # FROM	RUNNING # TO	CAR TYPE	MECH AAR DESN	AAR CODE	TRUCK CAPACITY	DESCRIPTION	
1	063808	CNW	190618		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063809	NAHX	063809		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063810	CNW	190620		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
2	063811	063812	NAHX	063811	063812	HOPPER	LO	C113	TON	5,000 CUBIC FEET
1	063813	CNW	190623		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
2	063814	063815	NAHX	063814	063815	HOPPER	LO	C113	TON	5,000 CUBIC FEET
3	063816	063818	CNW	190626	190628	HOPPER	LO	C113	TON	5,000 CUBIC FEET
1	063817	PARY	190629		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
1	063820	NAHX	063820		HOPPER	LO	C113	TON	5,000 CUBIC FEET	
3	063821	063823	CNW	190631	190633	HOPPER	LO	C113	TON	5,000 CUBIC FEET
1	063824	NAHX	063824		HOPPER	LO	C113	TON	5,000 CUBIC FEET	

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QUANT.	SERIAL #	CAR INIT	RUNNING # FROM	CAR TO	CAR TYPE	MUCH AAR DESN	TRUCK CODE	CAPACITY	DESCRIPTION			
									CODE	DESCRIPTION		
1	C63808	CNW	190618		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	C63809	NAHX	063809		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063810	CNW	190620		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
2	063811 063812	NAHX	063811 063812		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063813	CNW	190623		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
2	063814 063815	NAHX	063814 063815		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
3	063816 063818	CNW	190626 190628		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063819	PARY	190629		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063820	NAHX	063820		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
3	063821 063823	CNW	190631 190633		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063824	NAHX	063824		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063825	CNW	*190635		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063826	PARY	190636		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063827	CNW	190637		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063828	PARY	190638		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063829	NAHX	063829		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063830	CNW	190640		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
2	063831 063832	NAHX	063831 063832		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063833	CNW	190643		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
3	063834 063836	PARY	190644 190646		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
2	063837 063838	CNW	190647 190648		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063839	NAHX	063839		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
2	063840 063841	CNW	190650 190651		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
4	063842 063845	NAHX	063842 063845		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063846	CNW	190656		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063847	NAHX	063847		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063848	CNW	190658		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
1	063849	NAHX	063849		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
2	063850 063851	CNW	190660 190661		HOPPER	LG	C113	TON	5,000	CUBIC FEET		
9	C72160 072168	NATX	072160 072168		TANK	TLI	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
23	072221 072243	NATX	072221 072243		TANK	TLI	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W2
3	072244 072246	NATX	072244 072246		TANK	T	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W3
4	072247 072250	NATX	072247 072250		TANK	TLI	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W3
1	073362	NATX	073362		TANK	T	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
1	073368	NATX	073368		TANK	T	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
1	073371	NATX	073371		TANK	T	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
1	073374	NATX	073374		TANK	TM	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
1	073381	VUTX	001176		TANK	TM	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
2	073382 073383	NATX	073382 073383		TANK	TM	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
1	073384	VUTX	001179		TANK	TM	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
2	073385 073386	NATX	073385 073386		TANK	TM	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
1	073441	NATX	073441		TANK	TM	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
10	073572 073581	NATX	073572 073581		TANK	TM	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
2	073583 073584	NATX	073583 073584		TANK	TM	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1
5	075529 075533	NATX	075529 075533		TANK	TL	T105	TON	21,000	GALLON CAPACITY	DOT SPEC.	DCT111A100W1

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QUANT.	SERIAL # FROM TU	CAR INIT	RUNNING # FROM TU	CAR TYPE	MECH DESN	AAR CODE	TRUCK CAPACITY	DESCRIPTION
40	076529	076568	NATX 076529 076568	TANK	TMI	T106	TON	24,000 GALLON CAPACITY
10	076575	076584	NATX 076575 076584	TANK	TMI	T106	TON	24,000 GALLON CAPACITY
30	076654	076729	NATX 076654 076729	TANK	TMI	T106	TON	24,000 GALLON CAPACITY
27	076731	076757	NATX 076731 076757	TANK	TMI	T106	TON	24,000 GALLON CAPACITY
1	078411		NATX 078411	TANK	TM	T106	TON	24,000 GALLON CAPACITY
24	078451	078474	NATX 078451 078474	TANK	TM	T106	TON	24,000 GALLON CAPACITY
10	078476	078485	NATX 078476 078485	TANK	TM	T106	TON	24,000 GALLON CAPACITY
1	078486		NATX 078486	TANK	TM	T106	TON	23,000 GALLON CAPACITY
12	078487	078498	NATX 078487 078498	TANK	TM	T106	TON	24,000 GALLON CAPACITY
1	078500		NATX 078500	TANK	TM	T106	TON	24,000 GALLON CAPACITY
5	081104	081108	NATX 081104 081108	TANK	TM	T106	TON	24,000 GALLON CAPACITY
39	087055	087093	NATX 087055 087093	TANK	TLI	T102	TON	9,000 GALLON CAPACITY
15	087095	087109	NATX 087095 087109	TANK	TLI	T102	TON	9,000 GALLON CAPACITY
4	093213	093216	NAHX 093213 093216	HOPPER	LO	C611	TON	3,000 CUBIC FEET
4	093218	093221	NAHX 093218 093221	HOPPER	LO	C611	TON	3,000 CUBIC FEET
8	093223	093230	NAHX 093223 093230	HOPPER	LO	C611	TON	3,000 CUBIC FEET
10	093231	093240	BN 430060 430069	HOPPER	LO	C611	TON	3,000 CUBIC FEET
30	093241	093270	NAHX 093241 093270	HOPPER	LO	C611	TON	3,000 CUBIC FEET
1	093271		NAHX 093271	HOPPER	LO	C611	TON	3,000 CUBIC FEET
13	093272	093284	NAHX 093272 093284	HOPPER	LO	C611	TON	3,000 CUBIC FEET
1	093336		NAHX 093336	HOPPER	LO	C611	TON	3,000 CUBIC FEET
3	093355	093357	NAHX 093355 093357	HOPPER	LO	C611	TON	3,000 CUBIC FEET
6	093359	093364	NAHX 093359 093364	HOPPER	LO	C611	TON	3,000 CUBIC FEET
12	093366	093377	NAHX 093366 093377	HOPPER	LO	C611	TON	3,000 CUBIC FEET
3	093405	093407	NAHX 093405 093407	HOPPER	LO	C611	TON	3,000 CUBIC FEET
1	093408		NCHX 093408	HOPPER	LO	C611	TON	3,000 CUBIC FEET
10	093409	093418	NAHX 093409 093418	HOPPER	LO	C611	TON	3,000 CUBIC FEET
23	093425	093457	NAHX 093425 093457	HOPPER	LO	C511	TON	3,000 CUBIC FEET
5	093485	093489	NAHX 093485 093489	HOPPER	LO	C611	TON	3,000 CUBIC FEET
19	093535	093553	NAHX 093535 093553	HOPPER	LO	C611	TON	3,000 CUBIC FEET
4	093556	093559	NAHX 093556 093559	HOPPER	LO	C611	TON	3,000 CUBIC FEET
61	099758	099818	NAHX 099758 099818	HOPPER	LO	C612	TON	4,000 CUBIC FEET
5	099819	099823	NCHX 099819 099823	HOPPER	LO	C612	TON	4,000 CUBIC FEET
1	099824		NAHX 099824	HOPPER	LO	C612	TON	4,000 CUBIC FEET
19	476729	476747	NAHX 476729 476747	HOPPER	LO	C113	TON	5,000 CUBIC FEET
4	489269	489272	NAHX 489269 489272	HOPPER	LO	C113	TON	5,000 CUBIC FEET
9	525025	525033	NAHX 525025 525033	HOPPER	LO	C214	TON	5,000 CUBIC FEET
2	525058	525059	NAHX 525058 525059	HOPPER	LO	C214	TON	5,000 CUBIC FEET
27	525101	525127	NAHX 525101 525127	HOPPER	LO	C214	TON	5,000 CUBIC FEET
7	525129	525135	NAHX 525129 525135	HOPPER	LO	C214	TON	5,000 CUBIC FEET
76	525136	525211	NAHX 525136 525211	HOPPER	LO	C214	TON	5,000 CUBIC FEET
2	525213	525214	NAHX 525213 525214	HOPPER	LO	C214	TON	5,000 CUBIC FEET
4	525242	525245	NCHX 525242 525245	HOPPER	LO	C214	TON	5,000 CUBIC FEET
3	525247	525249	NCHX 525247 525249	HOPPER	LO	C214	TON	5,000 CUBIC FEET
7	525250	525256	NAHX 525250 525256	HOPPER	LO	C214	TON	5,000 CUBIC FEET

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QUANT.	SERIAL # FROM TU	CAR INIT	RUNNING # FROM TU	CAR TYPE	MECH DESN	AAR CODE	TRUCK CAPACITY	DESCRIPTION
1	E25258		NAHX 525258	HOPPER	LO	C214	TON	5,000 CUBIC FEET
38	525262	525299	NAHX 525262 525299	HOPPER	LO	C214	TON	5,000 CUBIC FEET

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C.L.A.N.T.	S.E.R.I.A.L. #	C.A.R. I.N.I.T.	R.U.N.N.I.N.G. #	C.A.R. T.Y.P.E.	M.E.C.H. D.E.S.N.	A.A.R. C.O.D.E.	T.R.U.C.K. C.A.P.A.C.I.T.Y.	D.E.S.C.R.I.P.T.I.O.N.	
								F.R.M.	T.O.
1 29	E25258 525262 525299	NAHX	525258 525262 525299	HOPPER HOPPER	LD LD	C214 C214	T.C.N. T.C.N.	5,000 C.U.B.I.C F.E.E.T. 5,000 C.U.B.I.C F.E.E.T.	
<b>I,291</b>									

#8740

See Record #15039

CERTIFICATE

The undersigned, being duly appointed officers of General  
NEW YORK  
Electric Credit Corporation, a ~~Delaware~~ corporation ("GECC"), and  
North American Car Corporation, a Delaware corporation ("NACC"), do  
hereby certify that the transactions contemplated by the Asset  
Purchase Agreement, dated the 14th day of February, 1986, as  
amended, entered into by and among GECC and NACC and certain of its  
subsidiaries and approved pursuant to orders of the United States  
Bankruptcy Court for the Central District of California in Case  
No. LA 84-23401-BR through LA 84-23417-BR authorizing such sale were  
consummated on July 3, 1986. Pursuant to the orders of the  
Bankruptcy Court, NACC and its subsidiaries sold each and every  
railcar owned by them to GECC free and clear of any and all claims,  
encumbrances, rights and security interests, including the security  
interests filed with the Interstate Commerce Commission under the  
recordation numbers listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned have caused this Certificate  
to be executed as of this 3rd day of July, 1986.

ATTEST:

By Richard T. Bellante  
ITS ASSISTANT SECRETARY

GENERAL ELECTRIC CREDIT CORPORATION,  
a ~~Delaware~~ Corporation  
NEW YORK

By [Signature]  
Its DESIGNATED REPRESENTATIVE

NORTH AMERICAN CAR CORPORATION, a  
Delaware Corporation

ATTEST:

By Jesse P. Drex

By [Signature]  
Its PRESIDENT